

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

THE BANK OF NEW YORK,

Plaintiff,

V.

TYCO INTERNATIONAL GROUP S.A., TYCO INTERNATIONAL LTD., and TYCO INTERNATIONAL FINANCE S.A.,

Defendants.

07 Civ. 4659 (SAS)

ECF Case

**DECLARATION OF MARSHALL R. KING IN SUPPORT OF
DEFENDANTS' CROSS-MOTION FOR SUMMARY JUDGMENT**

I, Marshall R. King, pursuant to 28 U.S.C. § 1746, declare as follows:

1. I am a member of the law firm Gibson, Dunn & Crutcher LLP, counsel for Tyco International Ltd. (“Tyco”), Tyco International Group S.A. (“TIGSA”), and Tyco International Finance S.A. (“TIFSA”) (collectively, “Defendants”). I submit this declaration in support of Defendants’ Cross-Motion For Summary Judgment .

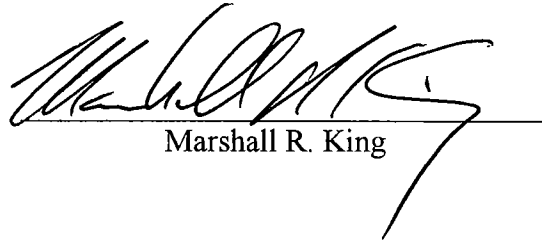
2. Attached hereto as Exhibit A is a true and correct excerpt of the Indenture dated June 9, 1998.

3. Attached hereto as Exhibit B is a true and correct excerpt of the Indenture dated November 12, 2003.

4. Attached hereto as Exhibit C is a true and correct excerpt from Tyco's Form 10-K for the year ended September 30, 1998.

5. Attached hereto as Exhibit D is a true and correct excerpt from Tyco's Form 10-K for the year ended September 30, 2000.

I declare under penalty of perjury that the foregoing is true and correct. Executed on this 1st day of February, 2008.



Marshall R. King